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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

**SEARS HOLDINGS CORPORATION, et al.,

Debtors.¹**

Chapter 11

Case No. 18-23538 (RDD)
(Jointly Administered)

**ORDER GRANTING MOTION OF GROUPLY USA, INC., FOR
ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE
CLAIM AND FOR RELATED RELIEF**

Upon consideration of the *Motion of GroupBy USA, Inc., for Allowance and Payment of Administrative Expense Claim and for Related Relief* (the “Motion”) filed by GroupBy USA, Inc. (“GroupBy”), and due and proper notice of the Motion having been provided; and no further notice being required; and upon the Court’s consideration of the Motion and any responses or

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

objections thereto; and upon the Court's determination that the legal and factual bases set forth in the Motion establish just cause for the relief requested therein; and good and sufficient cause having been shown, it is hereby ORDERED THAT:

1. the Motion be and is hereby GRANTED in its entirety;
2. GroupBy be and is hereby granted an allowed administrative expense against the Debtors and their estates in the above-captioned cases in the amount of \$420,000.00 pursuant to section 503(b)(1)(A) of the Bankruptcy Code;
3. the Debtors are hereby authorized, ordered, and directed to pay GroupBy the amount of \$420,000.00 on account of GroupBy's allowed administrative expense within ten (10) days of the date of this Order;
4. GroupBy be and is hereby authorized to terminate all services to the Debtors pursuant to the Agreement from and after March 31, 2019; and
5. this Order is without prejudice to GroupBy's ability to seek additional administrative expense and/or other claims on any basis against any of the Debtors or their estates.

Dated: _____, 2019
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE